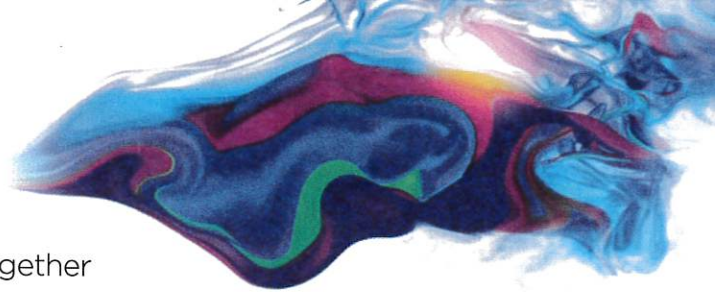




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January 10, 2022

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code Equity: 505535
Preference: 717503

Dear Sir/Ma'am,

Subject: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015 ("Listing Regulations") for the Composite Scheme of Arrangement amongst Zee Entertainment Enterprises Limited ("the Company" or "Transferor Company 1"), Bangla Entertainment Private Limited ("BEPL" or "Transferor Company 2"), and Sony Pictures Networks India Private Limited ("SPNI" or "Transferee Company") and their respective shareholders and creditors.

With reference to the captioned subject, we would like to inform you that the Board of Directors of the Company at their Board Meeting held on December 21, 2021, has considered and approved the Scheme of Arrangement amongst the Company, Transferor Company 2, and Transferee Company pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In respect of the above, we are submitting the following documents for obtaining the no-objection letter in accordance with (i) Regulation 37 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Master Circular"); and (ii) checklists published by BSE Limited.

Further, the Transferee Company shall make the necessary applications at the appropriate time to seek relaxation under Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 for listing of shares of the Transferee Company pursuant to the Scheme of Arrangement in accordance with the Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of Rule 19 of the Securities Contracts (Regulations) Rules, 1957 dated November 23, 2021, and other applicable law.

| Sr. No | Documents to be submitted along with application under Regulation 37 of the Listing Regulations | Annexure Number |
|--------|--|-----------------|
| 1. | Certified true copy of the resolution passed by the Board of Directors of the company approving the Scheme of Arrangement ("Draft Scheme") | 1 |
| 2. | Certified copy of the Draft Scheme proposed to be filed before the National Company Law Tribunal | 2 |

Zee Entertainment Enterprises Limited

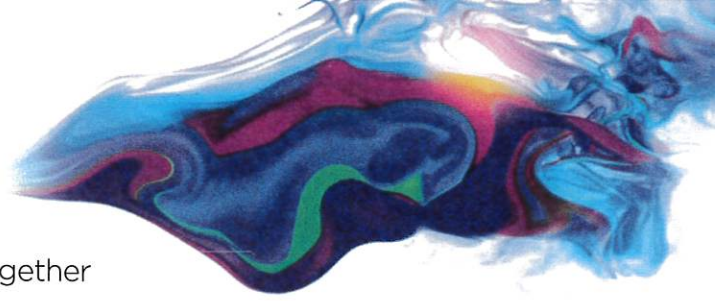
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| 3. | Valuation Reports from Registered Valuers as per Paragraph (A)(2)(b) of Part I of SEBI Master Circular in the prescribed format | 3 |
| 4. | An undertaking stating that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation | 4 |
| 5. | Declaration on any past defaults of listed debt obligations of the entities forming part of the Draft Scheme as required under Paragraph (A)(2)(j) of Part I of SEBI Master Circular | 5 |
| 6. | Report from the Audit Committee recommending the Draft Scheme, taking into consideration, <i>inter alia</i> , the Valuation Report as required under Paragraph (A)(2)(c) of Part I of SEBI Master Circular | 6 |
| 7. | Fairness opinions by SEBI registered merchant bankers on valuation of assets/shares done by the valuer in accordance with Paragraph (A)(2)(d) of Part I of SEBI Master Circular | 7 |
| 8. | Shareholding pattern of Transferor Company 1, Transferor Company 2, and Transferee Company pre and post amalgamation as per the format prescribed under Regulation 31 of the Listing Regulations | 8 |
| 9. | Shareholding pattern of Transferor Company 1, Transferor Company 2 and Transferee Company pre and post amalgamation as per the format prescribed in Annexure II of the BSE Checklist | 9 |
| 10. | Number of shareholders pre and post amalgamation of Transferor Company 1, Transferor Company 2 and Transferee Company pre and post amalgamation as per the format prescribed in Annexure III of the BSE Checklist | 10 |
| 11. | Audited financials of the Transferee Company and Transferor Company 2 for the last three financial years (financials not being more than six months old) as per Annexure IV of the BSE Checklist | 11 |
| 12. | Last Annual Report and the unaudited financials of latest quarter i.e. quarter ending September 30, 2021 accompanied by the Limited Review Report of the Auditor of the company | 12 |
| 13. | Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in the SEBI Master Circular | 13 |

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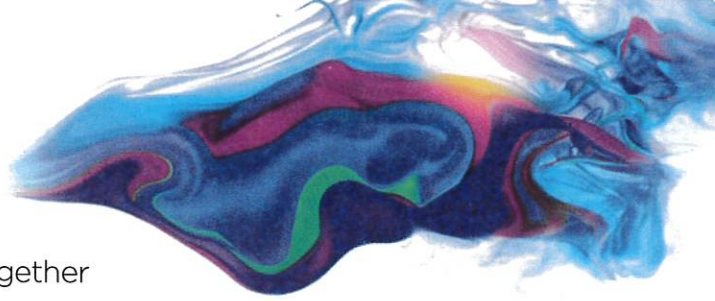
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| 14. | Detailed Compliance Report as per the format specified in Annexure III of the SEBI Master Circular, duly certified by the Company Secretary, Chief Financial Officer, and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as required under Paragraph (A)(2)(h) of Part I of the SEBI Master Circular | 14 |
| 15. | Report from the Committee of Independent Directors recommending the Draft Scheme, taking into consideration, <i>inter alia</i> , that the Draft Scheme is not detrimental to the shareholders of the listed entity as required under Paragraph (A)(2)(i) of the SEBI Master Circular | 15 |
| 16. | Complaint report as per Annexure II of SEBI Master Circular | To be submitted later |
| 17. | Undertaking certified by auditor clearly stating the reasons for non-applicability of approval from the public shareholders through e-voting in accordance with the SEBI Master Circular | Not applicable |
| 18. | If pursuant to Draft Scheme, the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 | Not applicable |
| 19. | Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI along with Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE | BSE is a Designated Stock Exchange and Certified copy of the resolution annexed as Annexure - 1 |
| 20. | Brief details of the transferee and transferor companies as per format prescribed under Annexure VIII of the BSE Checklist | 16 |
| 21. | Brief details of the Board of Directors and Promoters of transferee and transferor companies as per format enclosed at Annexure IX of the BSE Checklist | 17 |



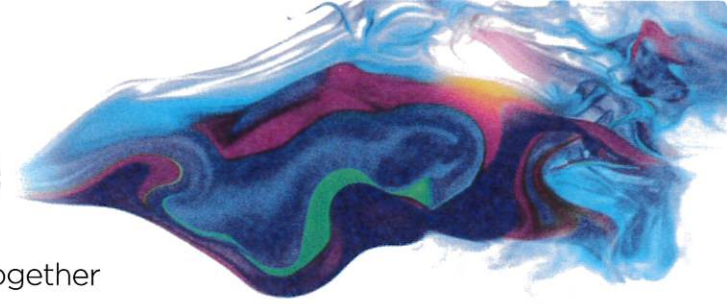
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| 22. | Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for the Transferee Company and Transferor Companies | 18 |
| 23. | Capital evolution details of the Transferee and transferor companies as per format enclosed at Annexure X of the BSE Checklist | 19 |
| 24. | Confirmation by the Managing Director / Company Secretary as per format enclosed as Annexure XI of the BSE Checklist | 20 |
| 25. | Annual Reports and audited financials of Transferor Companies and Transferee Company for the Financial year ended March 31, 2021 | 21 |
| 26. | Processing fee (non-refundable) payable to BSE Limited and National Stock Exchange of India Limited | 22 |
| 27. | In case of scheme of demerger, additional documents as per Annexure XIII of BSE Checklist | Not applicable |
| 28. | Undertaking in Annexure XIV of the BSE Checklist in case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed | Not applicable |
| 29. | Compliance in accordance with the SEBI Master Circular in case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity | Not applicable |
| 30. | 'Report on Unpaid Dues' as per the format prescribed in Annexure IV of the SEBI Master Circular and Annexure XV of the BSE Checklist | 23 |
| 31. | <p>No objection certificates from lending scheduled commercial banks, financial institutions, and debenture trustees as required under Paragraph 2(k) of the SEBI Master Circular</p> <p>Note: Please note that lender no objection certificates from certain financial institutions are yet to be received by the Company. Nonetheless, the Company is submitting the application pursuant to the SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/003 dated January 03, 2022 which permits listed entities to submit the lender no objection certificates prior to obtaining the no-objection letter from the stock exchanges.</p> | 24 |



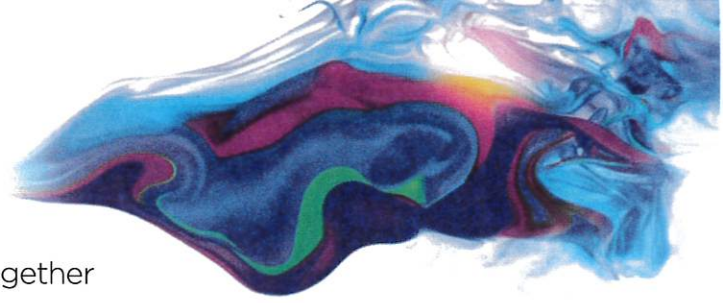
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| 32. | Name & Designation of the Contact Person: Mr. Ashish Agarwal Telephone Nos. (landline & mobile): Ph: +912271061245 M: +918879763300 Email ID: ashish.agarwal@zee.com |
|-----|---|

Further, Board of Directors at their Board Meeting authorised BSE Limited as Designated Stock Exchange for coordinating with Securities and Exchange Board of India for the said matter.

We request you to kindly issue a no objection letter for the said Scheme of Arrangement at the earliest to enable us to file the Scheme of Arrangement with the National Company Law Tribunal.

Thanking You,

Yours faithfully
For Zee Entertainment Enterprises Limited


Ashish Agarwal
Chief Compliance Officer & Company Secretary
FCS6669



Encl: as above

Zee Entertainment Enterprises Limited

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